

Exhibit – A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11
:
W.R. GRACE & CO., *et al.* : Case No. 01-1139 (KJC)
:
Debtors : (Jointly Administered)

**ORDER APPROVING FIFTY-FIRST QUARTERLY FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
INTERIM PERIOD OF OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Upon consideration of the Fifty-First Quarterly Fee Application of PricewaterhouseCoopers LLP (“PwC”), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period of October 1, 2013 Through December 31, 2013, dated February 12, 2014 (the “Application”); and upon the Certification of Thomas E. Smith in support of the Application; and upon a hearing having been held before this Court to consider the Fifty-First Quarterly Fee Application; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Fifty-First Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$1,117,664.21 (plus \$3,678.96 for preparing the related fee applications) and reimbursement of expenses in the aggregate amount of \$14,304.26 with respect to the October 1, 2013 through December 31, 2013 monthly applications and other interim fee applications filed during this quarterly period are hereby granted to PwC.

Dated: _____, 2014

Kevin J. Carey
United States Bankruptcy Judge